

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION

)
IN RE REGIONS MORGAN KEEGAN Case No. 2:09-md-02009-SHM
SECURITIES, DERIVATIVE and ERISA)
LITIGATION)
This Document Relates to:)
)
In re Regions Morgan Keegan Closed-End)
Fund Litigation,)
No. 2:07-cv-02830-SHM-dkv)

**[PROPOSED] ORDER APPROVING PLAN OF
ALLOCATION OF NET SETTLEMENT FUND**

A. This Court entered an Order Preliminarily Approving Settlement and Providing for Notice on January 4, 2013 (the “Preliminary Approval Order”), preliminarily approving the proposed Settlement, directing individual and publication notice to potential Class members, scheduling a hearing for April 12, 2013 (the “Settlement Hearing”), and providing Class members with an opportunity to object to, *inter alia*, the Plan of Allocation of the Net Settlement Fund (the “Plan of Allocation”) and to be heard concerning such objections;

B. Notice has been provided to the members of the Class in accordance with the Preliminary Approval Order, as evidenced by the Affidavit Regarding (A) Mailing of the Notice and Proof of Claim; (B) Publication of the Summary Notice; and (C) Website and Telephone Hotline, dated March 7, 2013;

C. The Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys’ Fees and Expenses (the “Notice”), disseminated to Class members in accordance with

the Preliminary Approval Order, contained Lead Plaintiffs' proposed Plan of Allocation for distribution of the Net Settlement Fund to Authorized Claimants;

D. Pursuant to the Preliminary Approval Order and as set forth in the Notice, any objections to the Plan of Allocation were to be filed and received by March 22, 2013;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement, dated as of October 12, 2012 ("Settlement Agreement"), and all terms used herein shall have the same meanings as set forth in the Settlement Agreement.

2. This Court has jurisdiction over the subject matter of the Plan of Allocation and all matters relating thereto, including all members of the Class.

3. Due and adequate notice of the Plan of Allocation was directed to all persons who are Class members, advising them of their right to object thereto.

4. The terms and conditions of the Plan of Allocation, including, without limitation, the formulas for the calculation of Recognized Claims, all of which are set forth in the Notice provided to Class members, are a fair, reasonable, and adequate basis upon which to allocate the Net Settlement Fund among Authorized Claimants.

5. All objections to the Plan of Allocation are overruled.

IT IS SO ORDERED.

DATED: _____

HON. SAMUEL H. MAYS, JR.
UNITED STATES DISTRICT JUDGE